

0100752032

ALVORD AND ALVORD

ATTORNEYS AT LAW

918 SIXTEENTH STREET, N.W.

SUITE 200

WASHINGTON, D.C.

20006-2973

(202) 393-2266

FAX (202) 393-2156

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

RECORDATION NO. FILED 142

19576

AUG 28 1995 12:21 PM

INTERSTATE COMMERCE COMMISSION
URBAN A. LESTER

August 28, 1995

RECORDATION NO. FILED 1428

19576 - A

AUG 28 1995 12:25 PM

INTERSTATE COMMERCE COMMISSION

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are four (4) copies of a Memorandum of Master Equipment Lease Agreement, a primary document; and four (4) copies of a Memorandum of Master Equipment Lease Agreement, a secondary document related thereto, both dated as of August 24, 1995.

The names and addresses of the parties to the enclosed documents are:

Lessor: Fleet Credit Corporation
50 Kennedy Plaza, 5th Floor
Providence, Rhode Island 02903

Lessee: AG Processing Inc A Cooperative
12700 West Dodge Road
Omaha, Nebraska 68103

RECEIVED
OFFICE OF THE
SECRETARY
AUG 28 12 20 PM '95
LICENSING BRANCH

A description of the railroad equipment covered by the enclosed documents is attached to the Memorandum as Schedule A and Schedule A-1.

Countersent Betty J. Gorman

Mr. Vernon A. Williams

August 28, 1995

Page 2

Also enclosed is a check in the amount of \$42.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,


for Robert W. Alford

RWA/bg
Enclosures

RECORDATION NO. 19576 1425

AUG 28 1995 - 12 25 PM

Filed and Recorded with the
Interstate Commerce Commission

on _____
at _____

and given Recordation No. _____

MEMORANDUM OF MASTER EQUIPMENT LEASE AGREEMENT dated as of
August 23, 1995 by and between Fleet Credit Corporation, a Rhode Island
Corporation ("Lessor") and AG Processing Inc A Cooperative an Iowa
Corporation ("Lessee"), as such agreement relates to Lease Schedule No.
32008-01 thereof (together, the "Lease").

W I T N E S S E T H:

1. Pursuant to the Lease, Lessor has agreed to lease to Lessee,
and the Lessee has agreed to lease from the Lessor, (100) 5150 Cubic
Foot Covered Hopper Railcars bearing the Railroad Reporting Markings
set forth on Schedule A attached hereto.

2. The Lease shall be effective as of the date set forth below and
shall be subject to the Term, as defined in the Lease.

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this
Memorandum of Master Equipment Lease Agreement to be signed and sealed
by their respective duly authorized signatories as of the date set
forth below.

Dated as of: August 24, 1995

Lessor:

Fleet Credit Corporation

By: 

LISA D. WARDLE

Name: _____

Title: _____

Assistant Vice President

Lessee:

AG Processing Inc A Cooperative

By: 

Name: K.S. Grubbe

Title: Chief Financial Officer &
Group Vice President-Finance

STATE OF: Rhode Island

SS.

COUNTY OF: Providence

On August 24, 1995 before me, Sandra Buonaut
(Notary Name and Title)

personally appeared Lisa D. Wardle personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to within the instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature: Sandra Buonaut
(Notarial Seal)



STATE OF: NEBRASKA

COUNTY OF: DOUGLAS

SS.

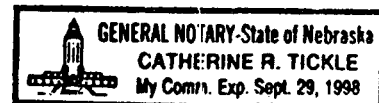
On August 25, 1995 before me, Catherine Tickle
(Notary Name and Title)

personally appeared K.S. Grubbe personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to within the instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature: Catherine R. Tickle

(Notarial Seal)



FLEET CREDIT CORPORATION

Schedule A-1
Equipment Location

Attached to and made part of the following documents: True Lease Schedule
No. 32008-01, Acceptance Certificate and UCC-1 Financing Statements

with: AG Processing Inc A Cooperative

LOC.	EQUIPMENT CURRENTLY LOCATED AT:
01	<input checked="" type="checkbox"/> Port Neal Industrial Area <input checked="" type="checkbox"/> P.O. Box 200 <input checked="" type="checkbox"/> Sergeant Bluff, IA 51054-200

FLEET CREDIT CORPORATION

BY: _____

NAME: _____

TITLE: _____

AG PROCESSING INC A COOPERATIVE

BY: ☒ 

NAME: ☒ K.S. Grubbe

TITLE: ☒ Chief Financial Officer &
Group Vice President-Finance

Attached to and made part of the following documents: True Lease Schedule
No. 32008-01, Acceptance Certificate and UCC-1 Financing Statements

with: AG Processing Inc A Cooperative

QTY.	DESCRIPTION and DEPRECIABLE LIFE	MODEL NO.	RAIL MARKS
100	Depreciable Life of Equipment is 07 Years. <u>Loc. No. 01</u> 5150 Cubic Foot Covered Hopper Railcars		AGPX95000 AGPX95001 AGPX95002 AGPX95003 AGPX95004 AGPX95005 AGPX95006 AGPX95007 AGPX95008 AGPX95009 AGPX95010 AGPX95011 AGPX95012 AGPX95013 AGPX95014 AGPX95015 AGPX95016 AGPX95017 AGPX95018 AGPX95019 AGPX95020 AGPX95021 AGPX95022 AGPX95023 AGPX95024 AGPX95025 AGPX95026 AGPX95027 AGPX95028 AGPX95029 AGPX95030 AGPX95031 AGPX95032

FLEET CREDIT CORPORATION

BY: _____

NAME: _____

TITLE: _____

AG PROCESSING INC A COOPERATIVE

BY: ☒ NAME: ☒ K.S. GrubbeTITLE: ☒ Chief Financial Officer &
Group Vice President-Finance4

Attached to and made part of the following documents: True Lease Schedule
No. 32008-01, Acceptance Certificate and UCC-1 Financing Statements

with: AG Processing Inc A Cooperative

QTY.	DESCRIPTION and DEPRECIABLE LIFE	MODEL NO.	RAIL MARKS
			AGPX95033 AGPX95034 AGPX95035 AGPX95036 AGPX95037 AGPX95038 AGPX95039 AGPX95040 AGPX95041 AGPX95042 AGPX95043 AGPX95044 AGPX95045 AGPX95046 AGPX95047 AGPX95048 AGPX95049 AGPX95050 AGPX95051 AGPX95052 AGPX95053 AGPX95054 AGPX95055 AGPX95056 AGPX95057 AGPX95058 AGPX95059 AGPX95060 AGPX95061 AGPX95062 AGPX95063 AGPX95064 AGPX95065 AGPX95066 AGPX95067 AGPX95068

FLEET CREDIT CORPORATION

BY: _____

NAME: _____

TITLE: _____

AG PROCESSING INC A COOPERATIVE

BY: ☒ *K.S. Grubbe*

NAME: ☒ K.S. Grubbe

TITLE: ☒ Chief Financial Officer &
Group Vice President-Finance

Attached to and made part of the following documents: True Lease Schedule
No. 32008-01, Acceptance Certificate and UCC-1 Financing Statements

with: AG Processing Inc A Cooperative

QTY.	DESCRIPTION and DEPRECIABLE LIFE	MODEL NO.	RAIL MARKS
			AGPX95069 AGPX95070 AGPX95071 AGPX95072 AGPX95073 AGPX95074 AGPX95075 AGPX95076 AGPX95077 AGPX95078 AGPX95079 AGPX95080 AGPX95081 AGPX95082 AGPX95083 AGPX95084 AGPX95085 AGPX95086 AGPX95087 AGPX95088 AGPX95089 AGPX95090 AGPX95091 AGPX95092 AGPX95093 AGPX95094 AGPX95095 AGPX95096 AGPX95097 AGPX95098 AGPX95099
	AND ALL STANDARD AND ACCESSORY EQUIPMENT		

FLEET CREDIT CORPORATION

BY: _____

NAME: _____

TITLE: _____

AG PROCESSING INC A COOPERATIVE

BY: ☒ 

NAME: ☒ K.S. Grubbe

TITLE: ☒ Chief Financial Officer &
Group Vice President-Finance